

1 GEORGE A. RILEY (Bar No. 118304)
griley@omm.com
2 MICHAEL F. TUBACH (Bar No. 145955)
mtubach@omm.com
3 CHRISTINA J. BROWN (Bar No. 242130)
cjbrown@omm.com
4 O'MELVENY & MYERS LLP
Two Embarcadero Center, 28th Floor
5 San Francisco, CA 94111-3823
Telephone: (415) 984-8700
6 Facsimile: (415) 984-8701

7 Attorneys for Defendant Apple Inc.

8
9 **UNITED STATES DISTRICT COURT**
10 **NORTHERN DISTRICT OF CALIFORNIA**
11 **SAN JOSE DIVISION**
12

13 IN RE HIGH-TECH EMPLOYEE
14 ANTITRUST LITIGATION

15 THIS DOCUMENT RELATES TO:
16 ALL ACTIONS

Master Docket No. 11-CV-2509-LHK

**DECLARATION OF CHRISTINA BROWN
IN SUPPORT OF DEFENDANTS' JOINT
ADMINISTRATIVE MOTION TO FILE
UNDER SEAL**

1 I, Christina Brown, declare as follows:

2 1. I am a member of the Bar of the State of California and a counsel of the law firm
3 of O'Melveny & Myers LLP, attorneys for Defendant Apple Inc. I submit this declaration in
4 support of Defendants' Joint Administrative Motion to Seal. I make this declaration based on my
5 own personal knowledge and information provided to me, as noted below. If called to testify as a
6 witness, I could and would do so competently.

7 2. Apple requests that the Court maintain under seal (1) portions of Defendants'
8 Opposition to Plaintiffs' Motion for Class Certification; (2) portions of Exhibit 1 to the
9 Declaration of Christina Brown in Support of Defendants' Opposition to Plaintiffs' Motion for
10 Class Certification (excerpts from the deposition of Dr. Edward E. Leamer); (3) portions of
11 Exhibit 16 to the Declaration of Christina Brown in Support of Defendants' Opposition to
12 Plaintiffs' Motion for Class Certification (Declaration of Steven Burmeister); (4) portions of the
13 Report of Professor Kevin Murphy and attached exhibits; (5) Defendants' Notice of Motion and
14 Motion to Strike the Report of Dr. Edward E. Leamer; and (6) portions of Exhibit 1 to the
15 Declaration of Susan J. Welch in Support of Defendants' Notice of Motion and Motion to Strike
16 the Report of Dr. Edward E. Leamer (excerpts from the deposition of Dr. Edward E. Leamer). I
17 have reviewed these documents, and I believe that there is good cause to maintain under seal the
18 portions set forth below. As described below, they contain, rely upon, and reflect information
19 designated by Apple as CONFIDENTIAL and CONFIDENTIAL – ATTORNEYS' EYES ONLY
20 under the Stipulated Protective Order entered by the Court on January 24, 2012 (Dkt. No. 107).

21 3. The following portions of Defendants' Opposition to Plaintiffs' Motion for Class
22 Certification contain and reflect Apple's highly confidential and competitively sensitive
23 recruiting and compensation strategies:

- 24 • page 6, lines 22-23 and n. 2;
- 25 • page 7, lines 1, 5-7, 9-10, 12-15, 22-23; and
- 26 • page 18, lines 3-10.

27 4. The following portions of Exhibit 1 to the Declaration of Christina Brown in
28 Support of Defendants' Opposition to Plaintiffs' Motion for Class Certification (excerpts from the

1 deposition of Dr. Edward E. Leamer) contain and reflect Apple's highly confidential and
 2 competitively sensitive employee data and compensation strategies: 60:23-25; 79:19-21; 80:7-23;
 3 92:20-93:24; 456:3-17; 460:19-22; 470:7-21.

4 5. Exhibit 16 to the Declaration of Christina Brown in Support of Defendants'
 5 Opposition to Plaintiffs' Motion for Class Certification (Declaration of Steven Burmeister) and
 6 the attached exhibits B and C contain and reflect Apple's highly confidential and competitively
 7 sensitive compensation data and strategies.

8 6. The following portions of the Report of Professor Kevin Murphy contain and
 9 reflect Apple's highly confidential and competitively sensitive compensation and other employee
 10 data and recruiting and compensation strategies: ¶ 14 n. 17; ¶ 18; ¶ 46; ¶ 75; ¶ 76 and n. 92; ¶ 94;
 11 ¶ 95; ¶ 109; ¶ 117 and n. 160; ¶ 139 and n. 185; ¶ 143; ¶ 146; and Exhibits 018D, 042B, 004A -
 12 018B, XN-30, XN-36B - 41B, XN-47A - 076, 0-100A - XN-105B, 036A - 036C, 044A - 045B.

13 7. The following portions of Defendants' Notice of Motion and Motion to Strike the
 14 Report of Dr. Edward E. Leamer contain and reflect Apple's highly confidential and
 15 competitively sensitive employee data and compensation strategies:

- 16 • page 15, lines 1-2;
- 17 • page 21, lines 9-10; and
- 18 • page 19, footnote 16.

19 8. The following portions of Exhibit 1 to the Declaration of Susan J. Welch in
 20 Support of Defendants' Notice of Motion and Motion to Strike the Report of Dr. Edward E.
 21 Leamer (excerpts from the deposition of Dr. Edward E. Leamer) contain and reflect Apple's
 22 highly confidential and competitively sensitive employee data and compensation strategies: 76:2-
 23 21; 90:19-23; 106:18-23; 261:14-23; 262:3-263:25; 400:11-13; and 435:4-5.

24 9. As set forth in the Declaration of Mark Bentley Pursuant to Civil Local Rule 79-
 25 5(d) in Support of Administrative Motion to File Under Seal at ¶ 4 (Dkt. 204) and the Declaration
 26 of Steven Burmeister in Support of Defendants' Opposition to Plaintiffs' Motion for Class
 27 Certification at ¶ 11, this information is extremely sensitive, and Apple considers it to be, and
 28 treats it as, confidential, proprietary, and competitively sensitive. Apple would suffer serious

1 competitive harm if this information were disclosed because its competitors would gain detailed
2 data and insight into its confidential and proprietary employee recruiting and compensation
3 practices and strategies. Public disclosure of this information would deprive Apple of its
4 investment in developing these strategies and put Apple at a significant disadvantage with respect
5 to recruiting, hiring, and compensating its employees. Apple would therefore be prejudiced if this
6 information were made available to the general public.

7 10. Because these documents and portions of document cannot be publicly disclosed
8 without causing serious harm, as described above, Apple requests that they be maintained under
9 seal and redacted from the publicly-filed versions of the documents.

10 I declare under penalty of perjury under the laws of the United States that the above is true
11 and correct.

12
13 Executed on November 12, 2012, in San Francisco, California.

14
15 By: /s/ Christina Brown
16 Christina Brown